

RECORDATION NO. 26320-2 FILED

MAR 30 '07 -12 11 PM

March 30, 2007

SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of March 30, 2007. The primary document to which this is connected is recorded under Recordation No. 26320-A. We request that one copy of this document be recorded.

The name and address of the party to the Memorandum of Assignment and Agreement is:

Secured Party: LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

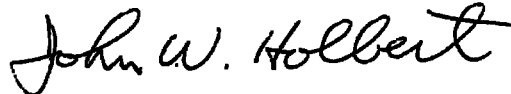
A description of the equipment covered by the Memorandum of Assignment and Agreement consists of eight (8) locomotives numbered BNSF 2003, 2037, 2031, 2015, 2009, 2029, 2026, and 2039.

A fee of \$34.00 is to be charged to my account. Please return one copy to:

Trish Gillis  
LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

A short summary of the document to appear in the index follows: Memorandum of Assignment and Agreement by LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, covering eight (8) locomotives numbered BNSF 2003, 2037, 2031, 2015, 2009, 2029, 2026, and 2039.

Very truly yours,



John W. Holbert  
Vice President

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MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of March 30, 2007 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and FARM CREDIT SERVICES OF MID-AMERICA, PCA, 1601 UPS Drive, Louisville, KY 40223 ("FARM CREDIT"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and FARM CREDIT have entered a Master Assignment Agreement dated as of March 30, 2007, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

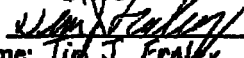
3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING  
CORPORATION  
as Assignor

By:   
Name: KEVIN J. MCKEOWN  
Title: FIRST VICE PRESIDENT

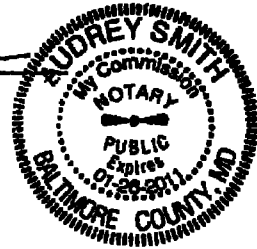
FARM CREDIT SERVICES OF MID-  
AMERICA, PCA  
as Assignee

By:   
Name: Tim J. Franky  
Title: Credit Officer

STATE OF Maryland       )  
  ) ss  
COUNTY OF Baltimore    )

On this 28<sup>th</sup> day of March, 2007, before me personally appeared Kevin J. McKeown, to me personally known, who being by me duly sworn, says that he is the First Vice President, of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC



My commission expires: 1/26/11

COMMONWEALTH OF KENTUCKY    )  
  ) ss  
COUNTY OF Jefferson        )

On this 29 day of March, 2007, before me personally appeared Tim J. Fratey, to me personally known, who being by me duly sworn, says that he is the Credit Officer, of Farm Credit Services of Mid-America, PCA that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC   State At  
  large

My commission expires:  
12-1-2007

## **ATTACHMENT**

- **Eight (8) Locomotives numbered:**

**BNSF 2003**

**BNSF 2037**

**BNSF 2031**

**BNSF 2015**

**BNSF 2009**

**BNSF 2029**

**BNSF 2026**

**BNSF 2039**